



*Attorneys at Law*

The Corporate Plaza  
800 Delaware Avenue  
P.O. Box 410  
Wilmington, DE 19899  
Telephone: (302) 652-8400  
Telecopy: (302) 652-8405  
E. I. # 51-0286752

Law Debenture Trust Co. of New York  
John V. Snellings, Esq.  
Nixon Peabody LLP  
100 Summer Street  
Boston MA 02110

Page: 1  
07/16/2004  
Matter No.: 4110M

Summary Statement

Balance Forward	Current Fee	& Costs	Payments	Total Due
Law Debenture Trust Company of New York in teh Northwestern Corp. Bankruptcy Adv. Proc. No. 04-53324 (CGC)				
0.00	990.00	10.82	0.00	\$1,000.82
<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
0.00	990.00	10.82	0.00	<u>\$1,000.82</u>

\*\*\*\*\* NET 30 DAYS \*\*\*\*\*



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07/16/2004  
Matter No.: 4110-04183M

Law Debenture Trust Company of New York  
in teh Northwestern Corp.  
Bankruptcy Adv. Proc. No.  
04-53324 (CGC)

	Hours
05/11/04 KMM Call with Ms. Darwin re: filing motions pro hac.	0.20
05/12/04 KMM Draft motion pro hac for Mr. Snellings and Ms. Darwin.	0.40
05/13/04 KMM File motions for admission pro hac.	0.20
05/28/04 KMM File pro hac motion for Ms. Darwin.	0.10
06/04/04 KMM Edit and file joinder in opposition to motion to intervene.	0.20
06/09/04 KMM Attend hearing.	0.60
06/16/04 KMM Call from Mr. Snellings re: response to Motion to Dismiss; coordinate filing with Mr. Burnett.	0.30
06/17/04 KMM Review supplemental affidavit of Jesse Austin re: withdrawal of Paul Hastings; review response to motion to dismiss.	0.70

Law Debenture Trust Co. of New York

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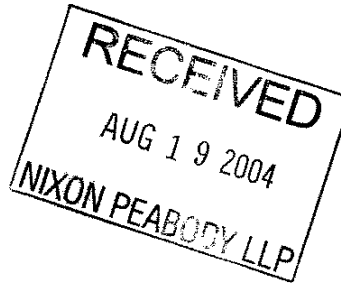
Law Debenture Trust Company of New York  
 in teh Northwestern Corp.  
 Bankruptcy Adv. Proc. No.  
 04-53324 (CGC)

	Hours	
06/24/04		
KMM E-mails re transferring adversary proceedings back to Judge Case.	0.30	
06/29/04		
KMM Review reply brief on Motion to Dismiss.	0.30	
Current Fees	3.30	990.00

	Summary of Hours		
<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Kathleen Miller	3.30	\$300.00	\$990.00

Courier Charge	5.00
Postage Expense	2.22
Photocopy charges	3.60
Current Charges and Advances Through 06/30/04	10.82
Total Current Fees, Charges and Advances	1,000.82
Total Due	<u>\$1,000.82</u>

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08/13/2004  
Matter No.: 4110M

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Balance Forward	Current Fee	& Costs	Payments	Total Due
Law Debenture Trust Company of New York in teh Northwestern Corp. Bankruptcy Adv. Proc. No. 04-53324 (CGC)				
1,000.82	2,490.00	21.58	0.00	\$3,512.40
<u>1,000.82</u>	<u>2,490.00</u>	<u>21.58</u>	<u>0.00</u>	<u>\$3,512.40</u>

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08/13/2004  
Matter No.: 4110-04183M

Law Debenture Trust Company of New York  
in teh Northwestern Corp.  
Bankruptcy Adv. Proc. No.  
04-53324 (CGC)

Balance Forward \$1,000.82

	Hours	
07/13/04		
KMM Call with Mr. Snelling re: discovery and hearing.	0.50	
07/14/04		
KMM Attend hearing on settlement with securities litigants and other contested matters.	5.60	
07/15/04		
KMM Attend hearing on motion to disqualify Paul Hastings.	1.10	
07/16/04		
KMM Draft report of hearing for Mr. Snelling.	1.00	
07/26/04		
KMM Email to Mr. Snellings re: court's opinion on motion to disqualify.	0.10	
Current Fees	8.30	2,490.00

Summary of Hours

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Kathleen Miller	8.30	\$300.00	\$2,490.00

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 08/13/2004  
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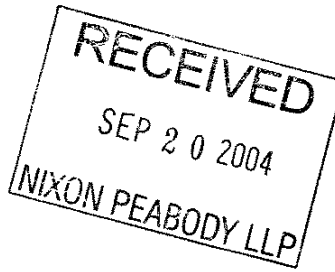
Law Debenture Trust Co. of New York

Law Debenture Trust Company of New York  
 in teh Northwestern Corp.  
 Bankruptcy Adv. Proc. No.  
 04-53324 (CGC)

Telecopy charges	1.00
Pacer Service Center - Federal Judiciary's	
Docketing System - Period	20.58
	<hr/>
Current Charges and Advances Through 07/31/04	21.58
	<hr/>
Total Current Fees, Charges and Advances	2,511.58
	<hr/>
Total Due	<u>\$3,512.40</u>

	Account Aging				
	0-30	31-60	61-90	91-120	121+
3,512.40	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>	<u>0.00</u>

\*\*\*\*\* NET 30 DAYS \*\*\*\*\*



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09/17/2004  
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Summary Statement

Balance Forward	Current Fee	& Costs	Payments	Total Due
Law Debenture Trust Company of New York in teh Northwestern Corp. Bankruptcy Adv. Proc. No. 04-53324 (CGC)				
3,512.40	1,815.00	1,087.31	0.00	\$6,414.71
<u>3,512.40</u>	<u>1,815.00</u>	<u>1,087.31</u>	<u>0.00</u>	<u>\$6,414.71</u>

\*\*\*\*\* NET 30 DAYS \*\*\*\*\*



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Law Debenture Trust Company of New York  
 in teh Northwestern Corp.  
 Bankruptcy Adv. Proc. No.  
 04-53324 (CGC)

Balance Forward

\$3,512.40

	Hours
08/02/04 KMM Draft and file objection to confirmation.	0.60
08/09/04 KMM Edit and file brief in support of objection to confirmation.	1.80
08/11/04 KMM Call with Mr. Morrissey re telephone hearing; contact court.	0.30
08/12/04 KMM Edit and file motion to supplement the record.	0.70
08/13/04 KMM Teleconference with court re objections to confirmation.	1.10
08/18/04 RJK Telephone call to Mr. Morrissey. Review and edit motion.	0.20
08/23/04 KMM Review opinion on Motion to Dismiss; contact court re telephonic hearing.	0.80
08/24/04 KMM Edit and file objection to Disclosure	



Law Debenture Trust Co. of New York  
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Law Debenture Trust Company of New York  
 in teh Northwestern Corp.  
 Bankruptcy Adv. Proc. No.  
 04-53324 (CGC)

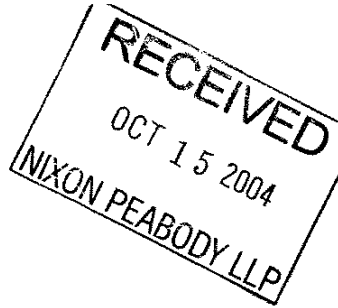
	statement.	Hours	
		0.10	
08/25/04	KMM File objection to disclosure statement.	0.20	
08/31/04	KMM Call with Mr. Morrissey re: discovery.	0.20	
	Current Fees	6.00	1,815.00

Summary of Hours			
<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
Robert Katzenstein	0.20	\$375.00	\$75.00
Kathleen Miller	5.80	300.00	1,740.00

Delivery Expense	163.50
Postage Expense	41.95
Telephone charges	1.25
Telecopy charges	61.75
Photocopy charges	45.90
Digital Legal Services LLC - Document Production	
- Request for Expedited Teleconference - Emergency	
Motion to Adjourn Confirmation Hearing	317.96
Digital Legal Services, LLC - Document Production	
- Notice of Hearing re: Motion to Adjourn	
Confirmation Hearing	455.00
Current Charges and Advances Through 08/31/04	1,087.31
Total Current Fees, Charges and Advances	2,902.31
Total Due	<u><u>\$6,414.71</u></u>

Account Aging				
<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121+</u>
2,902.31	2,511.58	1,000.82	0.00	0.00

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Summary Statement

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Law Debenture Trust Company of New York in teh Northwestern Corp. Bankruptcy Adv. Proc. No. 04-53324 (CGC)				
6,414.71	1,515.00	1,857.99	0.00	\$9,787.70
<u>6,414.71</u>	<u>1,515.00</u>	<u>1,857.99</u>	<u>0.00</u>	<u>\$9,787.70</u>

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Law Debenture Trust Company of New York  
 in teh Northwestern Corp.  
 Bankruptcy Adv. Proc. No.  
 04-53324 (CGC)

Balance Forward \$6,414.71

	Hours
09/03/04 KMM File objection to exit financing motion.	0.20
09/14/04 KMM Calls re: transcript.	0.20
09/15/04 KMM Attend hearing on objection to exit financing.	1.60
09/21/04 KMM Edit and file objection to second plan of reorganization.	0.30
09/29/04 KMM Review and file objection to estimation motion; call with Mr. Snellings re: claim objection.	0.70
09/30/04 DAJ Review draft filing of claim objection.	1.00
KMM Review draft of claim objection; review WTC's previous motion.	0.80
Current Fees	4.80 1,515.00

Summary of Hours

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
David Jenkins	1.00	\$375.00	\$375.00

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Law Debenture Trust Co. of New York  
 in teh Northwestern Corp.  
 Bankruptcy Adv. Proc. No.  
 04-53324 (CGC)

Kathleen Miller 3.80 300.00 1,140.00

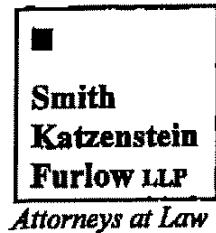
Delivery Expense	7.50
Courier Charge	10.00
Telephone charges	447.07
Telecopy charges	84.75
Federal Express charges	608.73
Photocopy charges	3.30
U. S. Bankruptcy Court - Transcript	26.00
Transcript hearing 08/25/04. Writer's Cramp, Inc., Reporter	670.64
Current Charges and Advances Through 09/30/04	1,857.99
Total Current Fees, Charges and Advances	3,372.99
Total Due	<u><u>\$9,787.70</u></u>

Account Aging				
0-30	31-60	61-90	91-120	121+
6,275.30	0.00	3,512.40	0.00	0.00

\*\*\*\*\* NET 30 DAYS \*\*\*\*\*

11/01/2004 16:51 FAX

002



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## Summary Statement

Balance Forward	Current Fee	& Costs	Payments	Total Due
Law Debenture Trust Company of New York in teh Northwestern Corp. Bankruptcy Adv. Proc. No. 04-53324 (CGC)				
9,787.70	1,237.50	1,223.28	0.00	\$12,248.48
<u>9,787.70</u>	<u>1,237.50</u>	<u>1,223.28</u>	<u>0.00</u>	<u>\$12,248.48</u>

\*\*\*\*\* NET 30 DAYS \*\*\*\*\*

11/01/2004 16:51 FAX

003



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Law Debenture Trust Company of New York  
 in teh Northwestern Corp.  
 Bankruptcy Adv. Proc. No.  
 04-53324 (CGC)

Balance Forward

\$9,787.70

	Hours
10/01/04	
KMM Edit and file objection to HSBC's claim.	1.70
DAJ Conference with Kathy Miller.	0.30
10/04/04	
YS Retrieval of case.	3.00
10/07/04	
KMM Calls with Mr. Morrissey re: confirmation.	0.30
10/08/04	
KMM Email re: objection to HSBC's claim.	0.10
10/13/04	
KMM Email re: claim objection.	0.10
10/15/04	
KMM Email with Ms. Darwin re: HSBC claim objection.	0.10
10/26/04	
KMM Review agenda for status of estimation hearing.	0.10
10/27/04	
KMM Receive notice of reserve for claims.	0.10
Current Fees	5.80 1,237.50

11/01/2004 16:51 FAX

004

Law Debenture Trust Co. of New York

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11/01/2004

Matter No.: 4110-04163M

Law Debenture Trust Company of New York  
 in teh Northwestern Corp.  
 Bankruptcy Adv. Proc. No.  
 04-53324 (CGC)

## Summary of Hours

<u>Timekeeper</u>	<u>Hours</u>	<u>Hourly Rate</u>	<u>Total</u>
David Jenkins	0.30	\$375.00	\$112.50
Kathleen Miller	2.50	300.00	750.00
Yaprak Soysal	3.00	125.00	375.00

Postage Expense	39.85
Telephone charges	3.20
Telecopy charges	12.50
Pacer Service Center - Federal Judiciary's	
Docketing System - Period	16.73
Federal Express charges	18.60
Photocopy charges	448.35
Digital Legal Services, LLC - Document Production	
- Objection to HSBL claim	684.05
	<hr/>
Current Charges and Advances Through 11/01/04	1,223.28
Total Current Fees, Charges and Advances	2,460.78
	<hr/>
Total Due	\$12,248.48
	<hr/>

Account Aging				
<u>0-30</u>	<u>31-60</u>	<u>61-90</u>	<u>91-120</u>	<u>121+</u>
5,833.77	2,902.31	2,511.58	1,000.82	0.00

\*\*\*\*\* NET 30 DAYS \*\*\*\*\*

**EXHIBIT A****Law Debenture Trust Company of New York****Law Debenture Trust Company of New York**

767 Third Avenue, New York, New York 10017

Telephone: 212 750 6474 Fax: 212 750 1361 email: [Daniel.Fisher@Lawdeb.com](mailto:Daniel.Fisher@Lawdeb.com)

To: NorthWestern Corporation  
 125 S. Dakota Avenue  
 Sioux Falls, South Dakota 57104  
 Attention: Mr. Gary G. Drook

*Submitted to client via counsel***RE: NORTHWESTERN CORPORATION**

Law Debenture is indenture trustee, guarantee trustee, property trustee for NorthWestern Corporation's (formerly Montana Power Capital I) 8.45% Cumulative Quarterly Income Preferred Securities, Series A, issued pursuant to an indenture and related documents dated as of November 1, 1996

Invoice No: NTC/10/04/001  
 Customer No: NW1200303  
 Date: October 27, 2004  
 Contact Name: D. Fisher  
 Trust Code: 36944

Code	Description	Charges
	<b><u>Fees as Successor Indenture Trustee, Guarantee Trustee, Property Trustee to The Bank of New York for period 2003-2004</u></b>	
0201	<u>Acceptance Fee</u> as Successor Trustee	waived
0301	<u>Annual Administration Fee</u> – payable in arrears For the period December 2003 through to December 2004, for appointments as successor: <i>Indenture Trustee</i> <i>Property Trustee</i> <i>Guarantee Trustee</i>	US\$15,000.00 US \$15,000.00 US \$15,000.00
0401	<u>Transactional fees</u>	n/a
0501	<u>Extraordinary fees</u> related to Chapter 11 bankruptcy proceedings (billed per officer @ \$325 per administrative hour; D. Fisher, SVP: 218hrs.25min; P. Healy, VP: 180hrs.21min.) - [see attachment for detail]	US\$129,564.87
0700	<u>Expenses</u> - [see attachment for detail]	US\$ 2,083.99
	<i>Payment to be made in US dollars by check or by wire transfer within 30 days from invoice date; a cumulative late charge of 2% will be assessed each month on unpaid amounts in excess of 30 days.</i>	
	<i>Subtotal</i>	<u>\$ 176,648.86</u>
	<b>Total amount due and payable:</b>	<b><u>\$ 176,648.86</u></b>



# **NORTHWESTERN CASE**

Date	Description	Officer	Hours	\$325/hr (\$5.42/minute)
<b><u>September-03</u></b>				
9/24/2003	Correspondence from Daniel Fisher.	PJH	:15	\$
<b>Total for September 2003</b>				
			0:15:00	\$ 81.30
<b><u>October-03</u></b>				
10/1/2003	Review of tripartite agreement.	PJH	1:45	\$ 589.10
10/2/2003	Review of documents from The Bank of New York	PJH	1:30	\$ 487.80
10/6/2003	Correspondence with Amanda Darwin at Nixon Peabody.	PJH	:05	\$ 27.10
10/7/2003	Correspondence with Amanda Darwin at Nixon Peabody.	PJH	:05	\$ 27.10
10/7/2003	Correspondence from Daniel Fisher re: tripartite agmt..	PJH	:30	\$ 162.60
10/8/2003	Review of tripartite agreement.	PJH	2:00	\$ 650.40
10/20/2003	Tripartite discussion with Dan Fisher	PJH	:30	\$ 162.60
10/21/2003	Correspondence from Daniel Fisher re: tripartite agmt..	PJH	:25	\$ 135.50
10/22/2003	Review of tripartite agreement	PJH	:15	\$ 81.30
10/27/2003	Discussion with Nixon peabody re the tripartite.	PJH	:54	\$ 292.68
10/28/2003	Discussion with Nixon peabody re the tripartite.	PJH	:25	\$ 135.50
10/30/2003	Discussion with Amanda Darwin at Nixon Peabody re: committee.	PJH	:20	\$ 108.40
<b>Total for October 2003</b>				
			8:44:00	\$ 2,840.08
<b><u>November-03</u></b>				
11/13/2003	Correspondence from Daniel Fisher.	PJH	:15	\$ 81.30
11/13/2003	Correspondence from Frank Hamblett at Nixon Peabody.	PJH	:05	\$ 27.10
11/13/2003	Correspondence from Frank Hamblett at Nixon Peabody re: tripartite agmt.	PJH	:35	\$ 189.70
11/14/2003	Correspondence from Frank Hamblett at Nixon Peabody re: tripartite agmt.	PJH	:20	\$ 108.40
11/14/2003	Correspondence from Michelle Russo at Bank of NY re: tripartite agmt.	PJH	:10	\$ 54.20
11/17/2003	Correspondence from Michelle Russo at Bank of NY re: tripartite agmt.	PJH	:10	\$ 54.20
11/18/2003	Correspondence from Daniel Fisher.	PJH	:20	\$ 108.40
11/18/2003	Correspondence from Michelle Russo at Bank of NY re: tripartite agmt.	PJH	:05	\$ 27.10
11/18/2003	Correspondence from Jon Tynas.	PJH	:10	\$ 54.20
11/18/2003	Correspondence from Michelle Russo at Bank of NY re: tripartite agmt.	PJH	:10	\$ 54.20
11/19/2003	Correspondence from Frank Hamblett at Bank of NY re: tripartite agmt.	PJH	:15	\$ 81.30
11/19/2003	Correspondence from Frank Hamblett at Nixon Peabody re: tripartite agmt.	PJH	:10	\$ 54.20
11/25/2003	Correspondence from Frank Hamblett at Nixon Peabody re: tripartite agmt.	PJH	:05	\$ 27.10
<b>Total for November 2003</b>				
			2:50:00	\$ 921.40

# **NORTHWESTERN CASE**

## **December-03**

12/3/2003 Correspondence from Frank Hamblett at Nixon Peabody re: tripartite agmt.  
 12/3/2003 Correspondence from Michelle Russo at Bank of NY re: tripartite agmt.  
 12/11/2003 Correspondence from Jon Tyras.  
 12/12/2003 Discussion & correspondence with Amanda Darwin at Nixon Peabody.  
 12/12/2003 Correspondence from Frank Hamblett at Nixon Peabody re: tripartite agmt.  
 12/12/2003 Correspondence with Amanda Darwin at Nixon Peabody.  
 12/16/2003 Correspondence from Daniel Fisher.  
 12/18/2003 Committee Conference at Paul Weiss  
 12/23/2003 Correspondence with Frank Hamblett at Nixon Peabody.  
 12/24/2003 Correspondence with Amanda Darwin at Nixon Peabody.  
 12/24/2003 Correspondence with Frank Hamblett at Nixon Peabody.  
 12/29/2003 Proof of claims discussion w/Frank Hamblett at Nixon Peabody.

PJH	:10	\$	54.20
PJH	:15	\$	81.30
PJH	:20	\$	108.40
PJH	:42	\$	227.64
PJH	:20	\$	108.40
PJH	:10	\$	54.20
PJH	:05	\$	27.10
PJH	3:30	\$	1,138.20
PJH	:10	\$	54.20
PJH	:15	\$	81.30
PJH	:18	\$	97.56
PJH	:12	\$	65.04
	6:27:00	\$	2,097.54

**Total for December 2003**

## **January-04**

1/5/2004 Correspondence from Talia Gil at Paul Weiss.  
 1/5/2004 Correspondence with Frank Hamblett at Nixon Peabody.  
 1/6/2004 Correspondence from Houlihan.  
 1/6/2004 Committee conference call.  
 1/6/2004 Correspondence from Ephraim Diamond at Paul Weiss.  
 1/6/2004 Correspondence with Frank Hamblett at Nixon Peabody.  
 1/6/2004 Discussion with Amanda Darwin at Nixon Peabody re: committee call.  
 1/6/2004 Correspondence from Daniel Fisher.  
 1/7/2004 Correspondence from Ephraim Diamond at Paul Weiss.  
 1/7/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.  
 1/7/2004 Correspondence from Talia Gil at Paul Weiss.  
 1/7/2004 Correspondence with Amanda Darwin at Nixon Peabody.  
 1/7/2004 Correspondence from Daniel Fisher re: confidentiality agreement.  
 1/8/2004 Correspondence with Amanda Darwin at Nixon Peabody.  
 1/8/2004 Correspondence from Daniel Fisher.  
 1/9/2004 Correspondence with Amanda Darwin at Nixon Peabody.  
 1/9/2004 Correspondence with Frank Hamblett at Nixon Peabody.  
 1/12/2004 Correspondence from Ephraim Diamond at Paul Weiss.  
 1/12/2004 Correspondence from Talia Gil at Paul Weiss.  
 1/13/2004 Correspondence w/Amanda Darwin at Nixon Peabody.  
 1/13/2004 Correspondence with Frank Hamblett at Nixon Peabody.  
 1/14/2004 Correspondence from Michelle Russo at Bank of NY.  
 1/14/2004 Correspondence w/Frank Hamblett at Nixon Peabody re: proofs of claim.

PJH	:05	\$	27.10
PJH	:10	\$	54.20
PJH	:55	\$	298.10
PJH	1:15	\$	406.50
PJH	:15	\$	81.30
PJH	1:05:00	\$	352.30
PJH	:18	\$	97.56
PJH	:05	\$	27.10
PJH	:45	\$	243.90
PJH	1:02	\$	336.04
PJH	:15	\$	81.30
PJH	:15	\$	81.30
PJH	:35	\$	189.70
PJH	:10	\$	54.20
PJH	:15	\$	81.30
PJH	:15	\$	81.30
PJH	:10	\$	54.20
PJH	:15	\$	81.30
PJH	:20	\$	108.40
PJH	:12	\$	65.04
PJH	:25	\$	135.50
PJH	:10	\$	54.20
PJH	:22	\$	119.24

# **NORTHWESTERN CASE**

1/14/2004 Correspondence from Robert Pedersen.	PJH	:20	\$	108.40
1/14/2004 Correspondence from Talia Gil at Paul Weiss.	PJH	:25	\$	135.50
1/14/2004 Correspondence from Constantine Potamianos at Pryor Cashman.	PJH	:10	\$	54.20
1/15/2004 Correspondence from Alan Kornberg.	PJH	:10	\$	54.20
1/15/2004 Correspondence from Talia Gil at Paul Weiss.	PJH	:10	\$	54.20
1/20/2004 Correspondence from Ephraim Diamond at Paul Weiss.	PJH	:20	\$	108.40
1/23/2004 Matt Savitz phone inquiry.	PJH	:15	\$	81.30
1/23/2004 Jim Hanks phone inquiry.	PJH	:05	\$	27.10
1/23/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	PJH	:54	\$	292.68
1/26/2004 Correspondence from Ephraim Diamond at Paul Weiss.	PJH	:15	\$	81.30
1/26/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	PJH	:30	\$	162.60
1/26/2004 Correspondence from Talia Gil at Paul Weiss.	PJH	:30	\$	162.60
1/27/2004 Jim Hanks phone inquiry.	PJH	:30	\$	162.60
1/27/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	PJH	:48	\$	260.16
1/27/2004 Correspondence from Ephraim Diamond at Paul Weiss.	PJH	:20	\$	108.40
1/28/2004 Correspondence from Tally Embry.	PJH	:10	\$	54.20
1/29/2004 Correspondence from Alan Kornberg.	PJH	:15	\$	81.30
1/29/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	PJH	:20	\$	108.40
<b>Total for January 2004</b>		<b>16:01:00</b>	<b>\$</b>	<b>5,208.62</b>

<b><u>February-04</u></b>				
2/1/2004 Correspondence from Marc Skapof.	PJH	:10	\$	54.20
2/4/2004 Correspondence from Ephraim Diamond at Paul Weiss.	PJH	:15	\$	81.30
2/5/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	PJH	:25	\$	135.50
2/6/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	PJH	:20	\$	108.40
2/6/2004 Correspondence with Amanda Darwin at Nixon Peabody.	PJH	:10	\$	54.20
2/10/2004 Correspondence from Talia Gil at Paul Weiss.	PJH	:10	\$	54.20
2/10/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	PJH	:20	\$	108.40
2/11/2004 Correspondence from Daniel Fisher.	PJH	:20	\$	108.40
2/11/2004 Correspondence from Talia Gil at Paul Weiss.	PJH	:15	\$	81.30
2/12/2004 Correspondence from Talia Gil at Paul Weiss.	PJH	:10	\$	54.20
2/13/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	PJH	:50	\$	271.00

# **NORTHWESTERN CASE**

2/13/2004 Correspondence from Liz Wilms.	PJH	:15	\$	81.30
2/13/2004 Correspondence from Talia Gil at Paul Weiss.	PJH	:10	\$	54.20
2/13/2004 Correspondence from Ephraim Diamond at Paul Weiss.	PJH	:15	\$	81.30
2/15/2004 Correspondence from Ephraim Diamond at Paul Weiss.	PJH	:15	\$	81.30
2/15/2004 Correspondence from Brad Schriener.	PJH	:10	\$	54.20
2/16/2004 Correspondence from Mike Schneier.	PJH	:10	\$	54.20
2/17/2004 Committee Meeting (Conf. call)	PJH	:30	\$	162.60
2/17/2004 Correspondence from Houlihan.	PJH	1:15:00	\$	406.50
2/18/2004 Correspondence from Marc Skapof.	PJH	:10	\$	54.20
2/18/2004 Correspondence with Amanda Darwin at Nixon Peabody.	PJH	:10	\$	54.20
2/19/2004 Correspondence with Frank Hamblett at Nixon Peabody.	PJH	:12	\$	65.04
2/19/2004 Correspondence from Daniel Fisher.	PJH	:10	\$	54.20
2/20/2004 Jim Hanks phone inquiry.	PJH	:30	\$	162.60
2/23/2004 Correspondence from Talia Gil at Paul Weiss.	PJH	:15	\$	81.30
2/24/2004 Correspondence with Amanda Darwin at Nixon Peabody.	PJH	:36	\$	195.12
2/24/2004 Correspondence from Brad Schriener.	PJH	:10	\$	54.20
2/25/2004 Al Beers phone inquiry.	PJH	:30	\$	162.60
<b>Total for February 2004</b>		<b>9:06:00</b>	<b>\$</b>	<b>2,970.16</b>

<b>March-04</b>				
3/1/2004 Correspondence from Talia Gil at Paul Weiss.		:25	\$	135.50
3/3/2004 Correspondence from Gary Kaplan.		:15	\$	81.30
3/8/2004 Correspondence from Alan Kornberg.		:15	\$	81.30
3/9/2004 Correspondence from Marc Skapof.		:55	\$	298.10
3/9/2004 Correspondence with Amanda Darwin at Nixon Peabody re next committee meeting.		:25	\$	135.50
3/9/2004 Correspondence from Talia Gil at Paul Weiss.		:10	\$	54.20
3/9/2004 Correspondence from Daniel Fisher.		:20	\$	108.40
3/10/2004 Correspondence from Talia Gil at Paul Weiss.		:10	\$	54.20
3/11/2004 Correspondence from Marc Skapof.		:10	\$	54.20
3/11/2004 Correspondence from Talia Gil at Paul Weiss.		:10	\$	54.20
3/12/2004 Correspondence from Talia Embry.		:15	\$	81.30
3/15/2004 William Tender phone inquiry.		:10	\$	54.20
3/15/2004 Correspondence from Talia Gil at Paul Weiss.		:20	\$	108.40
3/16/2004 William Tender phone inquiry.		:10	\$	54.20
3/17/2004 Correspondence from Talia Gil at Paul Weiss.		:20	\$	108.40
3/17/2004 Correspondence from Gary Kaplan.		3:10:00	\$	1,029.80
3/18/2004 Review of Plan.		1:00:00	\$	325.20
3/18/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody re Plan.		:15	\$	81.30
3/18/2004 Correspondence from Talia Gil at Paul Weiss.		:45	\$	243.90
3/19/2004 Discussion w/Dan Fisher regarding the Plan.		:35	\$	189.70
3/22/2004 Correspondence from Talia Gil at Paul Weiss.		:30	\$	162.60
3/22/2004 Committee Meeting (Conf. call)		1:00:00	\$	325.20
3/22/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.				

# **NORTHWESTERN CASE**

3/22/2004 Correspondence from Constantine Potamianos at Pryor Cashman.	:10	\$	54.20
3/23/2004 Correspondence from Talia Gil at Paul Weiss.	:55	\$	298.10
3/24/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	1:10:00	\$	379.40
3/25/2004 Correspondence from Talia Gil at Paul Weiss.	:20	\$	108.40
3/25/2004 Correspondence from Luke Belinck.	:35	\$	189.70
3/25/2004 Correspondence from Gary Kaplan.	:10	\$	54.20
3/26/2004 Correspondence from Ephraim Diamond at Paul Weiss.	:20	\$	108.40
3/26/2004 Correspondence from Talia Gil at Paul Weiss.	:10	\$	54.20
3/29/2004 Correspondence from Talia Gil at Paul Weiss.	:10	\$	54.20
3/30/2004 Correspondence from Eric Yip.	:10	\$	54.20
3/31/2004 Correspondence from Talia Gil at Paul Weiss.	:21	\$	113.82
<b>Total for March 2004</b>	<b>16:26:00</b>	<b>\$</b>	<b>5,344.12</b>

## **April-04**

4/1/2004 Correspondence from Ephraim Diamond at Paul Weiss.	:25	\$	135.50
4/2/2004 Correspondence from Stephen Hermann.	:10	\$	54.20
4/2/2004 Walt Spencer phone inquiry.	:05	\$	27.10
4/2/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	:30	\$	162.60
4/5/2004 Correspondence from Eric Sievert.	:10	\$	54.20
4/5/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	:30	\$	162.60
4/6/2004 Correspondence from Gloria Cannon.	:10	\$	54.20
4/6/2004 Correspondence from Alan Kornberg.	:20	\$	108.40
4/6/2004 Discussion w/Dan Fisher.	:20	\$	108.40
4/6/2004 E-mail correspondence from Amanda Darwin at Nixon Peabody.	:15	\$	81.30
4/7/2004 Bernard Zippen phone inquiry.	:05	\$	27.10
4/7/2004 Robert Faulkner - UBS phone inquiry.	:05	\$	27.10
4/8/2004 Steve Levy phone inquiry.	:10	\$	54.20
4/9/2004 Correspondence from Ephraim Diamond at Paul Weiss.	:50	\$	271.00
4/12/2004 Correspondence from Dan Fisher.	:30	\$	162.60
4/12/2004 Correspondence from Amanda Darwin.	:10	\$	54.20
4/12/2004 Discussion w/Frank Hamblett at Nixon Peabody re property trustee/transfer.	:12	\$	65.04
4/14/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	:15	\$	81.30
4/15/2004 Request and receipt of SPR report from DTCC.	2:00:00	\$	650.40
4/15/2004 Steve Levy phone inquiry.	:15	\$	81.30
4/15/2004 Discussion w/Frank Hamblett at Nixon Peabody.	:35	\$	189.70
4/15/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody.	:35	\$	189.70
4/16/2004 Correspondence from Talia Gil at Paul Weiss.	:30	\$	162.60
4/16/2004 Correspondence w/Frank Hamblett at Nixon Peabody re notice to holders.	:40	\$	216.80
4/19/2004 Correspondence from Ephraim Diamond at Paul Weiss.	:10	\$	54.20
4/19/2004 Correspondence from Ephraim Diamond at Paul Weiss.	:20	\$	108.40
4/21/2004 Correspondence from Talia Gil at Paul Weiss.	:35	\$	189.70
4/21/2004 Correspondence from Talia Gil at Paul Weiss.	:45	\$	243.90
4/23/2004 Review of letters from U.S. Trustee and Paul Weiss re: our removal from the committee	2:30:00	\$	813.00

# **NORTHWESTERN CASE**

4/23/2004 Discussion of letters from U.S. Trustee and Paul Weiss w/ Amanda Darwin.	:40	\$	216.80
4/23/2004 Correspondence from Talia Gil at Paul Weiss.	:15	\$	81.30
4/26/2004 Correspondence from Talia Gil at Paul Weiss.	:15	\$	81.30
4/28/2004 Correspondence from Ephraim Diamond at Paul Weiss.	:15	\$	81.30
4/30/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody re: objections.	:25	\$	135.50
4/30/2004 Correspondence from Talia Gil at Paul Weiss.	:15	\$	81.30
4/30/2004 Correspondence from Ephraim Diamond at Paul Weiss.	:45	\$	243.90
4/30/2004 Correspondence from Tally Embry.	:10	\$	54.20
<b>Total for April 2004</b>	<b>17:07:00</b>	<b>\$</b>	<b>5,566.34</b>

<b><u>May-04</u></b>			
5/4/2004 Correspondence from Talia Gil at Paul Weiss.	:15	\$	81.30
5/4/2004 Correspondence from Ephraim Diamond at Paul Weiss.	:25	\$	135.50
5/4/2004 Correspondence from Daniel Fisher.	:30	\$	162.60
5/4/2004 Correspondence from Amanda Darwin.	:10	\$	54.20
5/5/2004 Correspondence from Talia Gil at Paul Weiss.	:25	\$	135.50
5/5/2004 Correspondence from Daniel Fisher.	:10	\$	54.20
5/6/2004 Correspondence from Ephraim Diamond at Paul Weiss.	:10	\$	54.20
5/6/2004 Correspondence from Amanda Darwin.	:10	\$	54.20
5/6/2004 Correspondence from Daniel Fisher.	:10	\$	54.20
5/7/2004 Correspondence from Michele Jenkinson at Paul Weiss.	:15	\$	81.30
5/10/2004 Correspondence from Michele Jenkinson at Paul Weiss.	:15	\$	81.30
5/11/2004 Discussion & correspondence with Amanda Darwin at Nixon Peabody re: next actions.	:55	\$	298.10
5/11/2004 Discussion w/Dan Fisher.	:25	\$	135.50
5/13/2004 Correspondence from Michele Jenkinson at Paul Weiss.	:30	\$	162.60
5/14/2004 Correspondence from Michele Jenkinson at Paul Weiss.	:25	\$	135.50
5/17/2004 Correspondence from Emmanuel Cooper phone inquiry.	:10	\$	54.20
5/21/2004 Discussion with Amanda Darwin at Nixon Peabody re: motion to dismiss.	:45	\$	243.90
5/21/2004 Discussion w/Dan Fisher.	:45	\$	243.90
5/24/2004 E-mail correspondence Amanda Darwin at Nixon Peabody.	:15	\$	81.30
<b>Total for May 2004</b>	<b>7:05:00</b>	<b>\$</b>	<b>2,303.50</b>

<b><u>June-04</u></b>			
6/3/2004 Carl Schultz phone inquiry.	:10	\$	54.20
6/3/2004 John Isaansic phone inquiry.	:05	\$	27.10
6/8/2004 Kevin phone inquiry.	:05	\$	27.10
6/25/2004 Keith Koenig phone inquiry.	:05	\$	27.10
6/25/2004 Keith Koenig phone inquiry.	:05	\$	27.10
<b>Total for June 2004</b>	<b>0:30:00</b>	<b>\$</b>	<b>162.60</b>

<b><u>July-04</u></b>			
7/19/2004 Keith Koenig phone inquiry.	:05	\$	27.10

# **NORTHWESTERN CASE**

7/19/2004	Property Trustee Tripartite Execution	2:00:00	\$	650.40
7/30/2004	Property Trustee Notice to Holders	3:30:00	\$	1,138.20
<b>Total for July 2004</b>		<b>5:35:00</b>	<b>\$</b>	<b>1,815.70</b>

<b><u>August-04</u></b>				
8/19/2004	Greg - Morgan Stanley phone inquiry.	:05	\$	27.10
8/20/2004	Mr. Zipern phone inquiry.	:05	\$	27.10
<b>Total for August 2004</b>		<b>:10</b>	<b>\$</b>	<b>54.20</b>

<b><u>September-04</u></b>				
9/15/2004	Jim @ BCG phone inquiry.	:15	\$	81.30
9/20/2004	Tim Gibson phone inquiry.	:05	\$	27.10
9/29/2004	Correspondence w/Frank Hamblett at Nixon Peabody.	:32	\$	173.44
9/30/2004	Correspondence from Irene Siegel at The Bank of NY.	:15	\$	81.30
<b>Total for Sept. 2004</b>		<b>1:07</b>		

<b><u>October-04</u></b>				
10/12/2004	Al Beers phone inquiry.	:15	\$	81.30
10/12/2004	Stephen Levy e-mail inquiry.	:10	\$	54.20
10/12/2004	Brian Walsh phone inquiry.	:05	\$	27.10
10/13/2004	Brian Walsh phone inquiry.	:10	\$	54.20
10/14/2004	Correspondence with Amanda Darwin at Nixon Peabody.	:10	\$	54.20
<b>Total for October 2004</b>		<b>:50</b>		

<b>TOTAL for P. Healy</b>		<b>180:21</b>	<b>\$</b>	<b>58,633.56</b>
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**LAW DEBENTURE TRUST COMPANY  
OF NEW YORK**

**Billing records - Daniel R. Fisher, SVP  
NORTHWESTERN - 2003/2004**

<u>Activity:</u>	<u>Date:</u>	<u>Time:</u> hh:mm	<u>Amount to invoice:</u> (@ \$325 hr. pro-rated)
<b><u>YEAR 2003</u></b>			
<b>SEPTEMBER 2003</b>			
Conference call with Bank of NY (Russo) re: conflict	9/23/2003	1	325.00
Correspondence/research - BNY conflict/resignation	9/24/2003	2:30	812.50
<b>Total for September 2003</b>		<b>3:30</b>	<b>\$1,137.50</b>
<b>OCTOBER 2003</b>			
Documentation drafted with BNY for resign/appt-research.	10/1/2003	2:00	650.00
Confer with counsel re: Northwestern bankruptcy status	10/1/2003	:50	270.84
Correspondence with BNY	10/2/2003	:45	243.75
Confer with counsel	10/3/2003	:30	162.50
Confer internally	10/4/2003	:45	243.75
Document/file review and/or research	10/7/2003	2	650.00
Confer/correspond with counsel	10/8/2004	1:10	379.17
Confer with counsel	10/15/2004	:15	81.25
Confer with counsel	10/16/2004	:20	108.33
Confer with counsel	10/22/2004	:45	243.75
Confer with counsel	10/29/2004	:20	108.33
<b>Total for October 2003</b>		<b>9:40</b>	<b>\$3,141.67</b>
<b>NOVEMBER 2003</b>			
Confer with counsel; redraft tripartite, research BNY files	11/13/2004	1:45	568.75
Correspond with BNY; confer with counsel	11/14/2003	1:30	487.50
Correspond with BNY; confer with counsel	11/17/2003	:45	243.75
Revise tripartite; correspond with company; research	11/18/2003	2	650.00
Correspond with BNY; confer with counsel	11/19/2003	:20	108.33
Review committee documents; confer with counsel	11/25/2003	1	325.00
<b>Total for November 2003</b>		<b>7:20</b>	<b>\$2,383.33</b>



**DECEMBER 2003**

Transfer of account information from BNY; correspondence	12/3/2003	1:50	595.84
Execution of documents; confer with counsel	12/11/2003	2	650.00
Review documents; correspondence	12/12/2003	1:20	433.33
Bondholder inquiries	12/15/2003	:30	162.50
Confer with counsel	12/16/2003	:30	162.50
Review file - research	12/23/2003	:45	243.75
<b>Total for December 2003</b>		<b>6:55</b>	<b>\$2,247.92</b>

**YEAR 2004****JANUARY 2004**

Confer with counsel	1/5/2004	:50	270.84
Confer with counsel; confer internally, corresp./docs	1/6/2004	2	650.00
Review confidentiality; correspond/docs; confer w/counsel	1/7/2004	1:30	487.50
Confer with counsel	1/8/2004	:30	162.50
Correspondence/filings; review property trustee concerns	1/9/2004	1	325.00
Confer with counsel; confer internally; research	1/9/2004	2	650.00
Document/file review and/or research	1/12/2004	:50	270.84
Proofs of claim; correspondence; confer with counsel	1/14/2004	2	650.00
Review committee correspondence; proofs	1/15/2004	:45	243.75
Confer with counsel	1/16/2004	:15	81.25
Review documents; confer with counsel for 1/29 meeting	1/26/2004	1:30	487.50
Review correspondence/case documents/motions	1/28/2004	:20	108.33
Review committee correspondence	1/29/2004	:20	108.33
Meetings with bondholder counsel; counsel for LDT/CNY	1/29/2004	2	650.00
Review documents re: bondholder direction/default remedies	1/30/2004	:45	243.75
<b>Total for January 2004</b>		<b>16:35</b>	<b>\$5,389.58</b>

**FEBRUARY 2004**

Review motions/committee correspondence	2/1/2004	:15	81.25
Review committee correspondence	2/4/2004	1	325.00
Correspond with counsel	2/9/2004	:45	243.75
Confer with previous trustee/counsel re: owner trustee	2/10/2004	:20	108.33
Review committee documents (confi, filings)	2/11/2004	2	650.00
Correspondence	2/12/2004	:20	108.33

Correspondence/confer with counsel	2/13/2004	:30	162.50
Review correspondence/filings - committee	2/18/2004	:45	243.75
Correspondence/confer with counsel	2/19/2004	:15	81.25
Review committee correspondence	2/23/2004	:10	54.17
Review counsel memo; confer with counsel/Internally	2/24/2004	1:30	487.50
Research bondholder/trustee relationship	2/25/2004	1	325.00
<b>Total for February 2004</b>		<b>8:50</b>	<b>\$2,870.83</b>

<b>MARCH 2004</b>			
Committee correspondence/filings	3/1/2004	:10	54.17
Conference internally re: Maglen	3/1/2004	1	325.00
Committee correspondence/filings	3/3/2004	:10	54.17
Committee correspondence/filings	3/8/2004	:10	54.17
Notice to holders/confer internally; correspondence/filings	3/9/2004	1:15	406.25
Review committee info re: fraudulent conveyance	3/10/2004	:50	270.84
Confer/corresp. With counsel/review committee corresp.	3/11/2004	:30	162.50
General correspondence	3/12/2004	:10	54.17
General correspondence	3/15/2004	:10	54.17
Review plan, counsel comments, LD comments	3/16/2004	2	650.00
Committee meeting - correspondence, confer with counsel	3/18/2004	2:30	812.50
Confer with counsel/comments to plan/review documents	3/19/2004	2	650.00
Committee conference call	3/22/2004	2	650.00
Conference call with counsel/confer internally/research	3/23/2004	2	650.00
Review counsel/Fried Frank documents/confer	3/24/2004	1:30	487.50
Committee correspondence/filings	3/25/2004	:15	81.25
Committee correspondence/filings - plan comments	3/26/2004	:45	243.75
Committee correspondence/filings	3/29/2004	:30	162.50
Committee correspondence/filings	3/31/2004	:10	54.17
<b>Total for March 2004</b>		<b>18:05</b>	<b>\$5,877.08</b>

<b>APRIL 2004</b>			
Committee correspondence/review objection to equity	4/2/2004	:45	243.75
Correspondence, review filings	4/5/2004	:30	162.50
Confer with counsel re: plan; committee filings/corresp.	4/6/2004	1:30	487.50
Confer with counsel; correspondence	4/6/2004	2	650.00
Confer with counsel; execute documents/review file	4/7/2004	2:30	812.50
Review committee correspondence/documents	4/8/2004	:20	108.33

Review committee correspondence/documents	4/9/2004	:20	108.33
Confer with counsel; committee correspondence	4/12/2004	:50	270.84
Confer with counsel	4/14/2004	1:30	487.50
Confer with counsel; Notice to Holders	4/15/2004	2:20	758.33
Correspondence re: Magten complaint; confer with counsel	4/16/2004	2	650.00
Correspondence/review filings	4/19/2004	:20	108.33
Confer internally/senior management/board re: complaint	4/20/2004	2:10	704.17
Committee counsel, Magten counsel correspondence/review	4/21/2004	:45	243.75
Confer with counsel; creditors committee meeting	4/22/2004	2	650.00
Review committee correspondence;confer with counsel/docur	4/23/2004	:50	270.84
Confer with counsel; Northwestern corresp. Re: Magten	4/26/2004	1	325.00
Confer with counsel; correspondence	4/27/2004	1	325.00
Confer with counsel; correspondence	4/28/2004	2:30	812.50
Confer with counsel; correspondence; review filed/docs	4/30/2004	2:20	758.33
<b>Total for April 2004</b>		<b>27:30</b>	<b>\$8,937.50</b>

<b>MAY 2004</b>			
Correspond with counsel re: motions	5/3/2004	:50	270.84
Committee correspond/revised disc. state/plan	5/4/2004	2:15	731.35
Review docs--registration rights, term sheet, comit corrsp	5/5/2004	2	650.00
Correspondence from counsel; confer internally	5/6/2004	1:30	487.50
Confer/correspond with counsel	5/7/2004	1:15	406.25
review correspondence from committee	5/10/2004	:15	81.35
Review counsel documents/correspondence	5/13/2004	:30	162.50
Correspond with counsel	5/14/2004	1	325.00
Correspond with counsel	5/18/2004	:30	162.50
Correspond with counsel	5/19/2004	1:15	406.25
Correspondence from various parties	5/20/2004	:45	243.75
Correspond with counsel re: bondholder (Schmechel)	5/21/2004	1	325.00
Confer/correspond with counsel	5/24/2004	:45	243.75
<b>Total for May 2004</b>	5/27/2004	1:30	487.50
		<b>15:20</b>	<b>\$4,983.33</b>

<b>JUNE 2004</b>			
Correspondence (various) re: balloting	6/1/2004	1	325.00
Correspondence (various) re: balloting / confer w/counsel	6/2/2004	1:15	406.25
Confer with counsel	6/3/2004	:45	243.75

Confer/respond with counsel re: litigation	6/4/2004	:45	243.75
Confer with counsel re: litigation	6/14/2004	:30	162.50
Confer with counsel re: litigation	6/15/2004	1	325.00
Confer with counsel re: litigation/review indenture/files	6/21/2004	1:30	487.50
Confer internally	6/25/2004	:15	81.35
<b>Total for June 2004</b>		<b>7:00</b>	<b>\$2,275.00</b>

<b>JULY 2004</b>			
Review counsel documents/confer-corresp. with counsel	7/1/2004	2	650.00
Confer with counsel/review docs re: property trustee appt	7/2/2004	1:30	487.50
Correspond with counsel	7/6/2004	:45	243.75
Correspond with BNY and counsel re: property trustee	7/8/2004	2	650.00
Correspond/confer with counsel	7/9/2004	1	325.00
Correspond/confer with counsel/review documents	7/12/2004	1:15	406.25
Confirmation objections/confer with counsel	7/15/2004	3	975.00
Correspond with BNY and counsel re: property trustee	7/16/2004	1	325.00
Confer/respond with counsel re: prop trustee/discovery	7/19/2004	2	650.00
Notice to holders, confer internally, corresp. counsel, files	7/20/2004	2:45	893.75
Correspond with counsel re: property trustee issues	7/23/2004	1:20	433.33
Confer with counsel re: disc/depositions/confer internally	7/26/2004	2	650.00
Review file for deposition	7/26/2004	3	975.00
Deposition- preparation and deposition	7/27/2004	8	2,600.00
Confer with counsel re: adversary proceedings	7/29/2004	2	650.00
Confer internally re: bondholder inquiries, notices	7/30/2004	:45	243.75
<b>Total for July 2004</b>		<b>34:20</b>	<b>\$11,158.33</b>

<b>AUGUST 2004</b>			
Confer with counsel, bondholder research	8/2/2004	1:30	487.50
Review documents from counsel; confer with counsel	8/3/2004	2	650.00
Plan objections/confer with counsel	8/9/2004	2	650.00
Plan objections/confer with counsel	8/10/2004	1:15	406.25
Update from counsel, bondholder inquiry	8/13/2004	:50	270.84
Correspondence w/counsel; review all obj. to confirmation	8/16/2004	:45	243.75
Correspond/confer with counsel re: case status/litigation	8/17/2004	1	325.00
Review debtor motions/confer with counsel	8/18/2004	1:20	433.33
Correspond/confer with counsel	8/19/2004	2	650.00
Correspond/confer with counsel	8/20/2004	1:30	487.50

Review court's rulings/confer with counsel/confer internally	8/23/2004	2:40	866.66
Review revised plan/disc: confer with counsel/corresp.	8/27/2004	2:10	704.17
<b>Total for August 2004</b>		<b>19:00</b>	<b>\$6,175.00</b>

**SEPTEMBER 2004**

Confer with counsel/review filings/motions, review file	9/1/2004	1:15	406.25
Confer with counsel/review filings/motions, review file	9/2/2004	:30	162.50
Review court order re: 2nd Disc/Plan	9/9/2004	:30	162.50
Correspondence from J. Snellings	9/10/2004	:20	108.33
Correspond w/ counsel	9/13/2004	:20	108.33
Notice to holders; confer internally/confer with counsel	9/14/2004	1	325.00
Correspond/confer with counsel re: case/proceedings	9/20/2004	1	325.00
Review documents from counsel	9/21/2004	:30	162.50
Confer with counsel/confer internally on process/ballooting	9/22/2004	1	325.00
Confer with counsel re: conflict waiver	9/24/2004	:30	162.50
Confer with counsel re: confirmation hearing	9/27/2004	1	325.00
Correspond with counsel	9/28/2004	:10	54.17
Correspond with counsel	9/29/2004	:40	216.66
Review documents, files, notes/research for confirmation	9/30/2004	5	1,625.00
<b>Total for September 2004</b>		<b>13:45</b>	<b>\$4,468.74</b>

**OCTOBER 2004**

Travel to Phoenix for NorthWestern hearing	10/1/2004	6	1,950.00
Preparation for hearing/potential testimony	10/4/2004	4	1,300.00
Confer with counsel re: hearing/potential testimony	10/5/2005	2	650.00
Confirmation hearing	10/6/2004	8:30	2,762.50
Travel from Phoenix; confer internally	10/7/2004	6	1,950.00
Correspond with counsel (J. Snellings)	10/8/2004	:20	108.33
Review doc/corresp from counsel	10/12/2004	:20	108.33
Review confirmation order/correspondence	10/20/2004	:30	162.50
Correspond with counsel (J. Snellings)	10/21/2004	:15	81.35
Correspond with counsel/review estimation motions	10/25/2004	:40	216.66
Confer internally	10/26/2004	:20	108.33
Confer with counsel re: debtors' motions/litigations	10/27/2004	1:30	487.50
<b>Total for October 2004 (thru 10/28/04)</b>		<b>30:25</b>	<b>\$9,885.50</b>

**TOTAL time - D. Fisher (carry to Invoice)**

**218:25      \$70,931.31**

**EXHIBIT C-1**  
**NIXON PEABODY DISBURSEMENTS**

<b><u>Disbursement</u></b>	<b><u>Amount</u></b>
Airfare-Firm AMEX	5,572.93
Express Delivery	285.17
CT Corp Services	154.00
Faxes	50.00
Long Distance Phone	76.41
Duplicating	2,552.40
Deposition/Court Reporter	405.40
On-line research	683.27
Other Professional Services	830.95
Word Processing Overtime	784.00
Travel	1,871.66
Lodging	392.24
Meals	199.86
Miscellaneous	1,851.23
<b>TOTAL</b>	<b>\$ 15,709.52</b>

**EXHIBIT C-2**  
**SMITH KATZENSTEIN LLP DISBURSEMENTS**

<b><u>Disbursement</u></b>	<b><u>Amount</u></b>
Express Delivery	897.35
Faxes	160.00
Long Distance Phone	451.52
Duplicating	501.15
Deposition/Court Reporter	670.64
On-line research	16.73
Other Professional Services	1,457.01
Miscellaneous	46.58
<b>TOTAL</b>	<b>\$ 4,200.98</b>

## EXHIBIT C-3

## Out of Pocket Expenses

Northwestern Corp./Montana					
11/17/2003	Signature pages	Fed Ex	Frank S. Hamblett-J	\$	13.18
1/6/2004	proof of claims	Fed Ex	Frank S. Hamblett-J	\$	13.69
1/8/2004	Fax copy of spr emlp#812053204 & SPECIAL R	DTG Invoice#245	sent check #010688	\$	110.00
1/12/2004		Fed Ex	Amanda Darwin-Nb	\$	13.69
1/27/2004		Fed Ex	Amanda Darwin-Nb	\$	13.69
1/19/2004	taxi to Fried Frank for MagTen Meeting			\$	7.00
7/16/2004	Signature pages	Fed Ex	Frank Hamblett-Nix	\$	13.69
5/11/2004	Travel Expenses	Airfare for mtg	Patrick Healy - 5/11	\$	\$191.70
5/21/2004	Travel Expenses	Airfare to Boston	Daniel Fisher - 5/21	\$	\$602.08
5/21/2004	Travel Expenses	Airfare to Boston	Patrick Healy - 5/21	\$	\$76.38
7/16/2004	Signature pages	Fed Ex	Frank Hamblett-Nix	\$	14.08
10/18/2004	Daniel Fisher - Travel & Expenses to Phoenix	10/1/04 - 10/07/2004		\$	\$951.63
10/22/2004	Daniel Fisher - Travel & Expenses to Phoenix	10/4 - 10/6/2004		\$	\$63.18
			Total	\$	2,083.99